



ENTERED
06/08/2009

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	
	§	
GREEN VALLEY GROWERS, INC.,	§	CASE NO. 09-31630-H3-11
	§	(CHAPTER 11)
DEBTOR.	§	

**ORDER APPROVING APPLICATION FOR ORDER PURSUANT TO
SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE AUTHORIZING
THE EMPLOYMENT AND RETENTION OF WALKER WILCOX MATOUSEK LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF GREEN VALLEY GROWERS, INC.**

CAME ON FOR CONSIDERATION, the Application for Order Pursuant to Sections 328(a) and 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Walker Wilcox Matousek LLP as Counsel to the Official Committee of Unsecured Creditors of Green Valley Growers, Inc. filed by the Official Committee of Unsecured Creditors of Green Valley Growers, Inc. (the "Committee"); and it appearing that Walker Wilcox Matousek LLP ("WWM") represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and it appearing that Walker Wilcox is a "disinterested person" as that term is defined in section 101(14) of the United States Bankruptcy Code (the "Code"); and it appearing that the Committee's employment of WWM is necessary and in the best interest of the estate, the creditors and the Committee; and it further appearing that there is sufficient cause for the Committee to retain WWM to perform the duties set forth in the Application; it is therefore

ORDERED that the Application is GRANTED; it is further

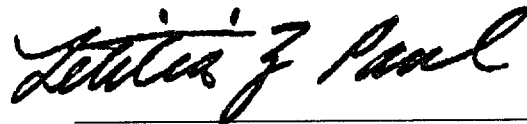
ORDERED that the Committee is authorized to employ and retain WWM with Annie E. Catmull as attorney in charge, to perform the services described in the Application, effective as of April 3, 2009, it is further

ORDERED that WWM shall be compensated from Green Valley Growers, Inc.'s estate in accordance with the procedures set forth in sections 328 and 331 of the Bankruptcy Code and such Federal Rules of Bankruptcy Procedure as may then be applicable and any order of the Court; it is further

ORDERED that WWM attorneys shall be authorized to receive compensation for their services at the following individual hourly rates, subject to review and revision in the ordinary course of business at the end of the calendar year: Annie E. Catmull \$275.00, Britt Walther, \$225.00 per hour; Tony Draper \$350.00; Dan Patchin \$400.00; other associates \$185.00 to \$265.00; and from \$100.00 to \$120.00 per hour for services performed by legal assistants; it is further

ORDERED that the allowance of compensation for WWM shall be made by an application to this Court and as may be provided in any Order authorizing interim compensation.

SIGNED this ____ day of JUN 08, 2009.



The Honorable Letitia Z. Paul
United States Bankruptcy Judge

ORDER SUBMITTED BY:

Walker Wilcox Matousek LLP
711 Louisiana Street, Suite 3700
Pennzoil Place, South Tower
Houston, Texas 77002-2711